



December 7, 2012

Marlene H. Dortch, Secretary
Federal Communications Commission
445 Twelfth Street S.W.
Washington, D.C. 20554

Re: Alaska Communications Systems, Notice of *Ex Parte* Communication, Applications of GCI Communication Corp., ACS Wireless License Sub, Inc., ACS of Anchorage License Sub, Inc., and Unicom, Inc. for Consent to the Assignment of Licenses to Alaska Wireless Network, LLC, WT Docket No. 12-187, WC Docket No. 09-197

Dear Ms. Dortch:

Pursuant to the requirements of Section 1.1206 of the Commission's rules, 47 C.F.R. § 1.1206, Alaska Communications Systems ("ACS") hereby discloses that Anand Vadapalli, President and Chief Executive Officer, Leonard Steinberg, Senior Vice President and General Counsel, ACS, and Karen Brinkmann, of Karen Brinkmann PLLC, outside counsel to ACS, together with the undersigned, met with the Commission representatives identified below to discuss the pending Assignment of License applications and the associated Petition for Declaratory Ruling in the above-referenced dockets:

- On December 5, 2012, with Michael Steffen, Legal Advisor, and Charles Mathias, Special Counsel to the Chairman;
- On December 5, 2012, with Commissioner Ajit Pai and his Chief of Staff, Matthew Berry;
- On December 5, 2012, with Carol Matthey, Bill Dever, Alexander Minard, and Romanda Williams of the Wireline Competition Bureau; Ruth Milkman, Jim Schlichting, Kathy Harris, Susan Singer, Margaret Wiener, Paroma Sanyal, and Paul Murray of the Wireless Telecommunications Bureau; and Jennifer Tatel and Virginia Metallo of the Office of General Counsel; and
- On December 6, 2012, with Commissioner Jessica Rosenworcel and her Legal Advisor, Priscilla Argeris.

In the meetings, ACS summarized the structure of the proposed Alaska Wireless Network ("AWN") joint venture transaction. ACS described the competitive landscape for mobile voice and broadband services in Alaska, and explained the public interest benefits of the AWN transaction. ACS explained that the AWN transaction will promote retail competition by allowing ACS and GCI to maintain their existing brands and expand their respective retail service offerings. At the same time, the AWN transaction will enhance the ability of each party to compete against larger national providers, including

AT&T, which currently controls more than 50 percent of the wireless market, and Verizon Wireless, which has plans to enter the Alaska market. ACS explained that the AWN transaction will better position ACS and GCI to overcome significant challenges confronting regional wireless service providers, particularly in high cost areas. Specifically, the AWN transaction will enable ACS and GCI: (a) to make more efficient use of network resources by sharing infrastructure, and lowering maintenance and deployment costs; and (b) to gain better access to wireless handsets because the increased scale of AWN will provide better buying opportunities than either provider could command alone.

ACS pointed out that, while infrastructure sharing arrangements have not been common in the telecommunications industry in the United States, there are many successful examples of such arrangements in other industries, such as shared pipelines in the oil industry, and in the telecommunications industry around the world.

ACS described how grant of the Petition for Declaratory Ruling is a necessary prerequisite to the parties' closing of the AWN transaction, and pointed out that eligibility for universal service support will continue to be essential to providing advanced mobile voice and broadband services in high-cost rural areas in Alaska, and to low-income customers in the state. The requested Declaratory Rulings will help ACS ensure that it can comply with current requirements under the Communications Act and the Commission's rules, as well as meet the future needs of rural Alaskans.

In accordance with the Commission's rules, this notice is being filed electronically in the above-referenced dockets. Should you have any questions, please contact the undersigned at (202) 230-4962 or Richard.Cameron@acsalaska.com.

Very truly yours,

Richard R. Cameron
Assistant Vice President and Senior Counsel